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WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G LICHTENFELD

January 8, 1997

Vernon A. Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are three original executed counterparts and one photostatic copy of a Termination of Security Interest, dated December 27, 1996 ("Termination"), relating to the Railcar Security Agreement dated as of October 30, 1996 between Johnstown America Corporation, as Secured Party, and Central and South West Services, Inc., as Debtor, duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on November 6, 1996 under Recordation Number 20354, which Termination is a secondary document as defined in the Commission's Rules for the Recordation of Documents.

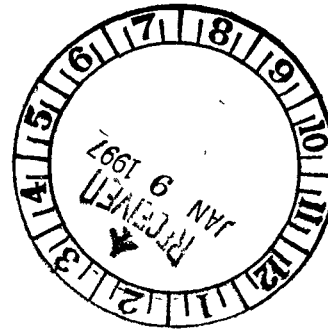
The names and addresses of the parties to the enclosed document are:

Secured Party: Johnstown America Corp.
17 Johns Street
Johnstown, Pennsylvania 15901

Debtor: Central and South West Services, Inc.
1616 Woodall Rogers Freeway
Dallas, Texas 75201

A description of the railroad equipment covered by the enclosed document is set forth in the Termination.

01/08/97
RHCH27 LICHTE
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JAN 10 9 31 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Vernon A. Williams
January 8, 1997
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped original executed counterparts and one stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and primary document to which it relates:


Document to be Recorded

Termination of Security Interest dated December 27, 1996, by and between Johnstown America Corporation and Central and South West Services, Inc.

Primary Document to Which it Relates

Railcar Security Agreement dated as of October 30, 1996 between Johnstown America Corporation, as Secured Party, and Central and South West Services, Inc., as Debtor, recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 under Recordation Number 20354.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
w/encl.

cc: Robert W. Kleinman
Susan F. Lifvendahl

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

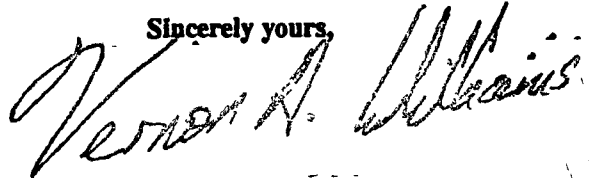
1/10/97

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/97 at 9:35AM, and assigned recordation number(s). 20354-A.

Sincerely yours,

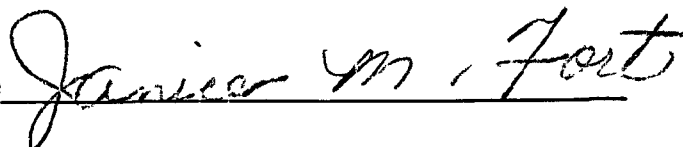


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



Original

File with
STB

20354-A

JAN 10 1997 10:00 AM

TERMINATION OF SECURITY AGREEMENT

TERMINATION OF SECURITY AGREEMENT, is made this 27th day of December, 1996, by and between Johnstown America Corporation, a Delaware corporation ("Johnstown"), and Central and South West Services, Inc., a Texas corporation ("CSW").

WHEREAS, Johnstown and CSW are parties to a Railcar Security Agreement, dated as of October 30, 1996 (the "Security Agreement"); and

WHEREAS, the Security Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on November 6, 1996, at 11:25 a.m. and given Recordation Number 20354; and

WHEREAS, Johnstown and CSW desire to terminate and cancel the Security Agreement with respect to the equipment described herein and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, CSW and Johnstown, intending to be legally bound, agree as follows:

1. CSW and Johnstown hereby terminate and cancel the Security Agreement, effective December 27, 1996 with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "Terminated Equipment"), and CSW and Johnstown hereby agree that no rights, duties or liabilities under the Security Agreement with respect to such Terminated Equipment shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.

2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Terminated Equipment created by or arising out of the Security Agreement.

3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Security Agreement.

IN WITNESS WHEREOF, Johnstown and CSW have caused this Termination of Security Agreement to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a
Delaware corporation

By Thomas R. Whiting
Its Vice President, Sales

CENTRAL AND SOUTH WEST SERVICES,
INC. a Texas corporation

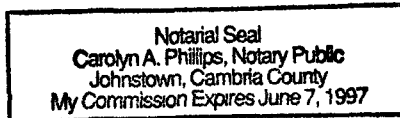
By [Signature]
Its Vice President, Fuels

STATE OF PENNSYLVANIA)

COUNTY OF CAMBRIA)

On this, the 27th day of December, 1996, before me, a Notary Public in and for said County and State, personally appeared Thomas R. Uehling of JOHNSTOWN AMERICA CORPORATION, who acknowledged himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

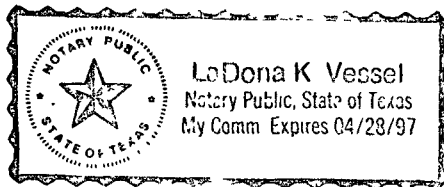


Carolyn A. Phillips
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF TEXAS)

COUNTY OF DALLAS)

On this, the 3rd day of January 1997, before me, a Notary Public in and for said County and State, personally appeared A. Dean Fuller of CENTRAL AND SOUTH WEST SERVICES, INC., who acknowledged himself to be a duly authorized officer, of KANSAS CITY POWER & LIGHT COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



LaDonna K. Vessel
Name: _____
Notary Public
My Commission Expires: _____
Residing in 4-28-97

SCHEDULE 1
TO TERMINATION OF AGREEMENT

360 4400 c.f. Aluminum BethGon Coalporter Cars bearing road marks
and numbers:

CCTX 6001 through CCTX 6360 (inclusive)